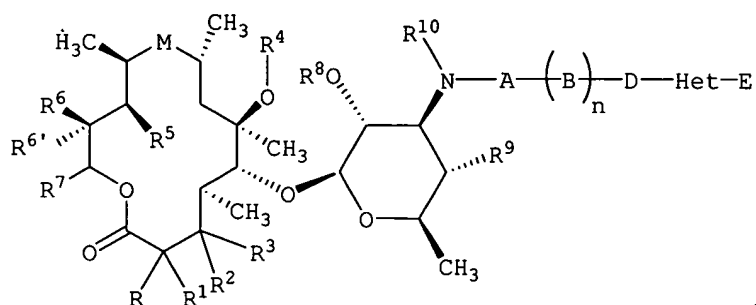


Amendments to the Claims:

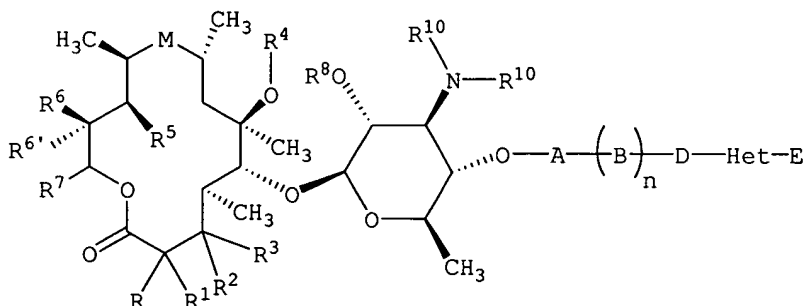
The Claim Listing below will replace all prior versions of the claims in the application:

Claim Listing

1. (Original) A compound having the formula:



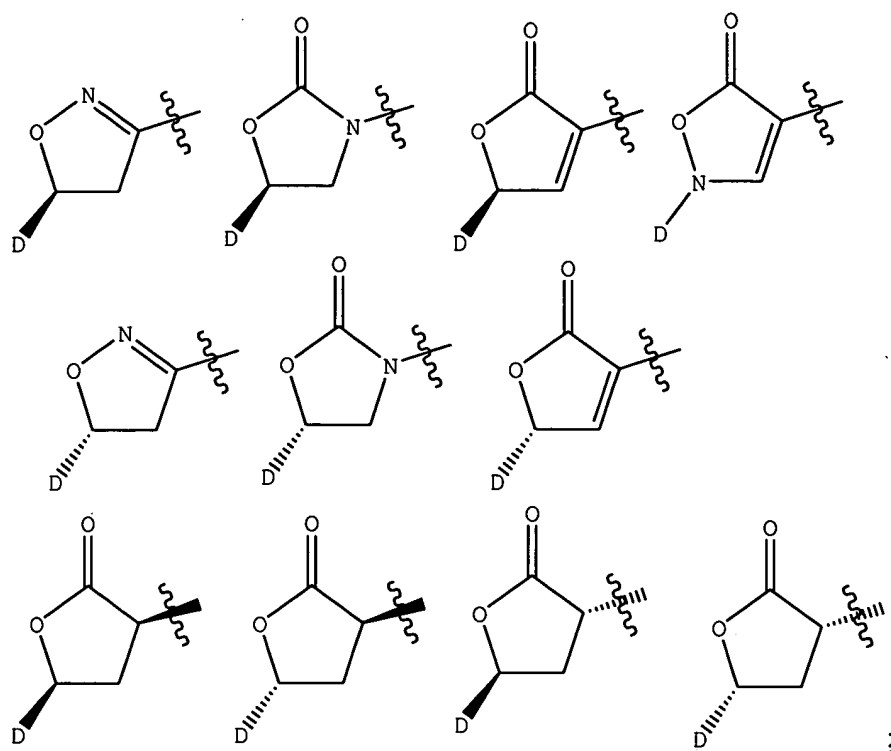
or



or pharmaceutically acceptable salt, ester or prodrug thereof,

wherein:

D-Het is selected from the group consisting of:



A is selected from the group consisting of:

- a) carbonyl, b) C_{1-6} alkyl, c) C_{2-6} alkenyl d) $-C(O)-C_{1-6}$ alkyl, and
- e) $-C(O)-C_{2-6}$ alkenyl,

wherein

- i) 0-2 carbon atoms of the C_{1-6} alkyl and C_{2-6} alkenyl groups in any of b) – e) optionally are replaced by a moiety selected from the group consisting of O, $S(O)_p$, and NR^{11} , and
- ii) any of b) – e) optionally is substituted with one or more R^{12} groups;

B is selected from the group consisting of:

- a) $-C(O)NH-$, b) $-C(S)NH-$, c) $-NHC(O)-$, d) $-NHC(S)-$, e) $-S(O)_2NH-$,
- f) $-NHS(O)_2-$, g) $-OC(O)NH-$, h) $-OC(S)NH-$, i) $-NHC(O)NH-$, j) $-NHC(S)NH-$,
- k) $-NHC(O)O-$, l) $-NHC(S)O-$, and m) $-NR^{11}-$;

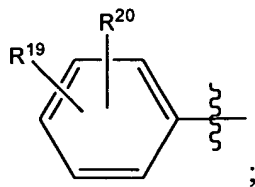
n is 0 or 1;

D is selected from the group consisting of:

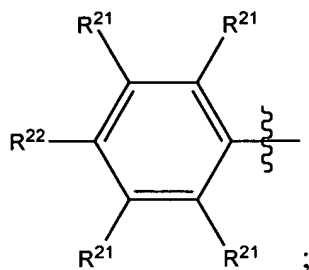
- a) $-\text{CH}_2-$, b) $-\text{C}(\text{O})-$, c) $-\text{C}(\text{S})-$, d) $-\text{C}(=\text{NOR}^{11})-$, e) $-\text{CH}_2\text{CH}_2-$, f) $-\text{OCH}_2-$,
g) $-\text{SCH}_2-$, h) $-\text{S}(\text{O})\text{CH}_2-$, i) $-\text{S}(\text{O})_2\text{CH}_2-$, j) $-\text{NR}^{11}\text{CH}_2-$, k) $-\text{C}(\text{O})\text{CH}_2-$,
l) $-\text{C}(\text{S})\text{CH}_2-$, and m) $-\text{C}(=\text{NOR}^{11})\text{CH}_2-$;

E is selected from the group consisting of:

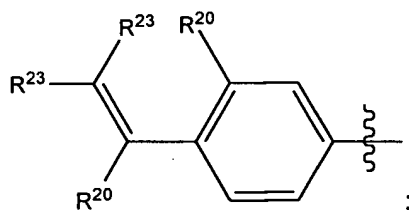
a)



b)



c)



- d) 5-10 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, and optionally substituted with one or more R^{12} groups;
e) C_{5-10} saturated, unsaturated, or aromatic carbocycle, optionally substituted with one or more R^{12} groups;
f) C_{1-8} alkyl,
g) C_{2-8} alkenyl,
h) C_{2-8} alkynyl,
i) C_{1-8} alkoxy,

- j) C₁₋₈ alkylthio,
- k) C₁₋₈ acyl,
- l) S(O)_rR¹¹; and
- m) hydrogen,

wherein any of f) – k) optionally is substituted with

- i) one or more R¹² groups;
- ii) 5-6 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, and optionally substituted with one or more R¹² groups; or
- iii) C₅₋₁₀ saturated, unsaturated, or aromatic carbocycle, optionally substituted with one or more R¹² groups;

M is selected from the group consisting of:

- a) -C(O)-, b) -C(=NOR¹¹)-, c) -CH(-OR¹¹)-, d) -NR¹¹-CH₂-, e) -CH₂-NR¹¹-,
- f) -CH(NR¹¹R¹¹)-, g) -C(=NNR¹¹R¹¹)-, h) -NR¹¹-C(O)-, i) -C(O)NR¹¹-, and
- j) -C(=NR¹¹)-;

R is selected from the group consisting of H and C₁₋₆ alkyl;

R¹ is selected from the group consisting of:

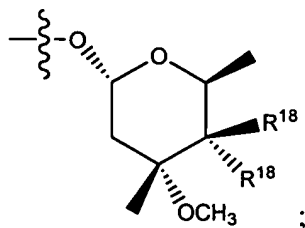
- a) H, b) Cl, c) F, d) Br, e) I, f) -NR¹¹R¹¹, g) -NR¹¹C(O)R¹¹, h) -OR¹¹,
 - i) -OC(O)R¹¹, j) -OC(O)OR¹¹, k) -OC(O)NR¹¹R¹¹, l) -O-C₁₋₆ alkyl-R¹²,
 - m) -OC(O)-C₁₋₆ alkyl-R¹², n) -OC(O)O-C₁₋₆ alkyl-R¹²,
 - o) -OC(O)NR¹¹-C₁₋₆ alkyl-R¹², p) C₁₋₆ alkyl, q) C₁₋₆ alkenyl, r) C₁₋₆ alkynyl,
- wherein any of l) – r) optionally is substituted with one or more R¹² groups;

R² is H;

R³ is selected from the group consisting of:

- a) H, b) -OR¹¹, c) -O-C₁₋₆ alkyl-R¹², d) -OC(O)R¹¹, e) -OC(O)-C₁₋₆ alkyl-R¹²,
- f) -OC(O)OR¹¹, g) -OC(O)O-C₁₋₆ alkyl-R¹², h) -OC(O)NR¹¹R¹¹,
- i) -OC(O)NR¹¹-C₁₋₆ alkyl-R¹², and

j)

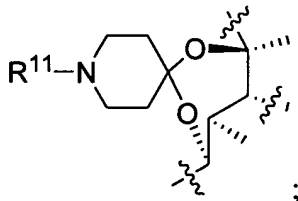


alternatively, R^2 and R^3 taken together form a carbonyl group;

R^4 is selected from the group consisting of:

- a) H, b) R^{11} , c) $-C(O)R^{11}$ d) $-C(O)OR^{11}$ e) $-C(O)NR^{11}R^{11}$, f) $-C_{1-6}$ alkyl-G- R^{11} ,
g) $-C_{2-6}$ alkenyl-G- R^{11} , and h) $-C_{2-6}$ alkynyl-G- R^{11} ;

alternatively R^3 and R^4 , taken together with the atoms to which they are bonded, form:



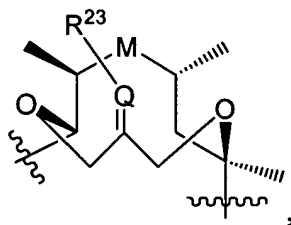
G is selected from the group consisting of:

- a) $-C(O)-$, b) $-C(O)O-$, c) $-C(O)NR^{11}-$, d) $-C(=NR^{11})-$, e) $-C(=NR^{11})O-$,
f) $-C(=NR^{11})NR^{11}-$, g) $-OC(O)-$, h) $-OC(O)O-$, i) $-OC(O)NR^{11}-$, j) $-NR^{11}C(O)-$,
k) $-NR^{11}C(O)O-$, l) $-NR^{11}C(O)NR^{11}-$, m) $-NR^{11}C(=NR^{11})NR^{11}-$, and o) $-S(O)_p-$;

R^5 is selected from the group consisting of:

- a) R^{11} , b) $-OR^{11}$, c) $-NR^{11}R^{11}$, d) $-O-C_{1-6}$ alkyl- R^{12} , e) $-C(O)-R^{11}$,
f) $-C(O)-C_{1-6}$ alkyl- R^{12} , g) $-OC(O)-R^{11}$, h) $-OC(O)-C_{1-6}$ alkyl- R^{12} ,
i) $-OC(O)O-R^{11}$, j) $-OC(O)O-C_{1-6}$ alkyl- R^{12} , k) $-OC(O)NR^{11}R^{11}$,
l) $-OC(O)NR^{11}-C_{1-6}$ alkyl- R^{12} , m) $-C(O)-C_{2-6}$ alkenyl- R^{12} , and
n) $-C(O)-C_{2-6}$ alkynyl- R^{12} ;

alternatively, R^4 and R^5 , taken together with the atoms to which they are bonded, form:



wherein

Q is CH or N, and

R^{23} is $-OR^{11}$, or R^{11} ;

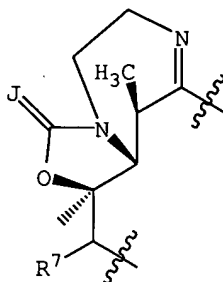
R^6 is selected from the group consisting of:

- a) $-OR^{11}$, b) $-C_{1-6}$ alkoxy- R^{12} , c) $-C(O)R^{11}$, d) $-OC(O)R^{11}$, e) $-OC(O)OR^{11}$,
f) $-OC(O)NR^{11}R^{11}$, and g) $-NR^{11}R^{11}$;

alternatively, R^5 and R^6 taken together with the atoms to which they are attached form a 5-membered ring by attachment to each other through a linker selected from the group consisting of:

- a) $-OC(R^{12})_2O-$, b) $-OC(O)O-$, c) $-OC(O)NR^{11}-$, d) $-NR^{11}C(O)O-$,
e) $-OC(O)NOR^{11}-$, f) $-NOR^{11}-C(O)O-$, g) $-OC(O)NNR^{11}R^{11}-$,
h) $-NNR^{11}R^{11}-C(O)O-$, i) $-OC(O)C(R^{12})_2-$, j) $-C(R^{12})_2C(O)O-$, k) $-OC(S)O-$,
l) $-OC(S)NR^{11}-$, m) $-NR^{11}C(S)O-$, n) $-OC(S)NOR^{11}-$, o) $-NOR^{11}-C(S)O-$,
p) $-OC(S)NNR^{11}R^{11}-$, q) $-NNR^{11}R^{11}-C(S)O-$, r) $-OC(S)C(R^{12})_2-$, and
s) $-C(R^{12})_2C(S)O-$;

alternatively, M, R^5 , and R^6 taken together with the atoms to which they are attached form:



wherein J is selected from the group consisting of O and NR^{11} ;

$R6'$ is selected from the group consisting of

a) -H, b) $-C_{1-4}$ alkyl, c) C_{2-4} alkenyl, which can be further substituted with C_{1-12} alkyl or one or more halogens, d) C_{2-4} alkynyl, which can be further substituted with C_{1-12} alkyl or one or more halogens, e) aryl or heteroaryl, which can be further substituted with C_{1-12} alkyl or one or more halogens, f) $-C(O)H$, g) $-COOH$, h) $-CN$, i) $-COOR^{11}$, j) $-C(O)NR^{11}R^{11}$, k) $-C(O)R^{11}$, and l) $-C(O)SR^{11}$, wherein b) is further substituted with one or more substituents selected from the group consisting of aa) $-OR^{11}$, bb) halogen, cc) $-SR^{11}$, dd) C_{1-12} alkyl, which can be further substituted with halogen, hydroxyl, C_{1-6} alkoxy, or amino, ee) $-OR^{11}$, ff) $-SR^{11}$, gg) $-NR^{11}R^{11}$, hh) $-CN$, ii) $-NO_2$, jj) $-NC(O)R^{11}$, kk) $-COOR^{11}$, ll) $-N_3$, mm) $=N-O-R^{11}$, nn) $=NR^{11}$, oo) $=N-NR^{11}R^{11}$, pp) $=N-NH-C(O)R^{11}$, and qq) $=N-NH-C(O)NR^{11}R^{11}$;

alternatively R6 and R6' are taken together with the atom to which they are attached to form an epoxide, a carbonyl, an olefin, or a substituted olefin, or a C_3 - C_7 carbocyclic, carbonate, or carbamate, wherein the nitrogen of said carbamate can be further substituted with a C_1 - C_6 alkyl;

R⁷ is selected from the group consisting of:

a) C_{1-6} alkyl, b) C_{2-6} alkenyl, and c) C_{2-6} alkynyl,
wherein any of a) - c) optionally is substituted with one or more R¹² groups;

R⁸ is selected from the group consisting of H and $-C(O)R^{11}$;

R⁹ is selected from the group consisting of H, OH, and OR^{11} ;

R¹⁰ is selected from the group consisting of:

a) H, b) R¹¹, c) $-C_{1-6}$ alkyl-G-R¹², d) $-C_{2-6}$ alkenyl-G-R¹², and
e) $-C_{2-6}$ alkynyl-G-R¹²,

wherein the C_{1-6} -alkyl, C_{2-6} alkenyl, and C_{2-6} alkynyl group in any of c) - e) optionally is substituted with one or more R¹² groups;

R¹¹, at each occurrence, independently is selected from the group consisting of:

a) H, b) C₁₋₆ alkyl, c) C₂₋₆ alkenyl, d) C₂₋₆ alkynyl, e) C₆₋₁₀ saturated, unsaturated, or aromatic carbocycle, f) 3-12 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, g) -C(O)-C₁₋₆ alkyl, h) -C(O)-C₂₋₆ alkenyl, i) -C(O)-C₂₋₆ alkynyl, j) -C(O)-C₆₋₁₀ saturated, unsaturated, or aromatic carbocycle, k) -C(O)-3-12 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, sulfur, l) -C(O)O-C₁₋₆ alkyl, m) -C(O)O-C₂₋₆ alkenyl, n) -C(O)O-C₂₋₆ alkynyl, o) -C(O)O-C₆₋₁₀ saturated, unsaturated, or aromatic carbocycle, p) -C(O)O-3-12 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, and q) -C(O)NR¹³R¹³,

wherein any of b) – p) optionally is substituted with one or more R¹² groups,

alternatively, NR¹¹R¹¹ forms a 3-7 membered saturated, unsaturated or aromatic ring including the nitrogen atom to which the R¹¹ groups are bonded and optionally one or more moieties selected from the group consisting of: O, S(O)_p, and NR¹⁵;

R¹² is selected from the group consisting of:

a) R¹⁴, b) C₁₋₈ alkyl, c) C₂₋₈ alkenyl, d) C₂₋₈ alkynyl, e) C₃₋₁₂ saturated, unsaturated, or aromatic carbocycle, f) 3-12 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, and g) -NR¹⁵C(O)OR¹⁵,

wherein any of b) – f) optionally is substituted with one or more R¹⁴ groups;

R¹³, at each occurrence, independently is selected from the group consisting of:

a) H, b) C₁₋₆ alkyl, c) C₂₋₆ alkenyl, d) C₂₋₆ alkynyl, e) C₃₋₁₀ saturated, unsaturated, or aromatic carbocycle, and f) 3-10 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,

wherein any of b) – f) optionally is substituted with one or more moieties selected from the group consisting of:

carbonyl; formyl; F; Cl; Br; I; CN; NO₂; OR¹⁵; –S(O)_pR¹⁵;
–C(O)R¹⁵; –C(O)OR¹⁵; –OC(O)R¹⁵; –C(O)NR¹⁵R¹⁵;
–OC(O)NR¹⁵R¹⁵; –C(=NR¹⁵)R¹⁵; –C(R¹⁵)(R¹⁵)OR¹⁵;
–C(R¹⁵)₂OC(O)R¹⁵; –C(R¹⁵)(OR¹⁵)(CH₂)_rNR¹⁵R¹⁵; –NR¹⁵R¹⁵;
–NR¹⁵OR¹⁵; –NR¹⁵C(O)R¹⁵; –NR¹⁵C(O)OR¹⁵; –NR¹⁵C(O)NR¹⁵R¹⁵;
–NR¹⁵S(O)_rR¹⁵; –C(OR¹⁵)(OR¹⁵)R¹⁵; –C(R¹⁵)₂NR¹⁵R¹⁵; =NR¹⁵;
–C(S)NR¹⁵R¹⁵; –NR¹⁵C(S)R¹⁵; –OC(S)NR¹⁵R¹⁵; –NR¹⁵C(S)OR¹⁵;
–NR¹⁵C(S)NR¹⁵R¹⁵; –SC(O)R¹⁵; C₁₋₈ alkyl, C₂₋₈ alkenyl;
C₂₋₈ alkynyl; C₁₋₈ alkoxy; C₁₋₈ alkylthio; C₁₋₈ acyl; saturated,
unsaturated, or aromatic C₃₋₁₀ carbocycle; and saturated,
unsaturated, or aromatic 3-10 membered heterocycle containing
one or more heteroatoms selected from the group consisting of
nitrogen, oxygen, and sulfur,

alternatively, NR¹³R¹³ forms a 3-10 membered saturated, unsaturated or aromatic ring including the nitrogen atom to which the R¹³ groups are attached and optionally one or more moieties selected from the group consisting of O, S(O)_p, NR¹⁵, and N;

alternatively, CR¹³R¹³ forms a carbonyl group;

R¹⁴, at each occurrence, is selected from the group consisting of:

- a) H, b) carbonyl, c) F, d) Cl, e) Br, f) I, g) (CR¹³R¹³)_rCF₃, h) (CR¹³R¹³)_rCN,
- i) (CR¹³R¹³)_rNO₂, j) (CR¹³R¹³)_rNR¹³(CR¹³R¹³)_tR¹⁶, k) (CR¹³R¹³)_rOR¹⁶,
- l) (CR¹³R¹³)_rS(O)_p(CR¹³R¹³)_tR¹⁶, m) (CR¹³R¹³)_rC(O)(CR¹³R¹³)_tR¹⁶,
- n) (CR¹³R¹³)_rOC(O)(CR¹³R¹³)_tR¹⁶, o) (CR¹³R¹³)_rSC(O)(CR¹³R¹³)_tR¹⁶,
- p) (CR¹³R¹³)_rC(O)O(CR¹³R¹³)_tR¹⁶, q) (CR¹³R¹³)_rNR¹³C(O)(CR¹³R¹³)_tR¹⁶,
- r) (CR¹³R¹³)_rC(O)NR¹³(CR¹³R¹³)_tR¹⁶, s) (CR¹³R¹³)_rC(=NR¹³)(CR¹³R¹³)_tR¹⁶,
- t) (CR¹³R¹³)_rC(=NNR¹³R¹³)(CR¹³R¹³)_tR¹⁶,

u) $(\text{CR}^{13}\text{R}^{13})_r\text{C}(=\text{NNR}^{13}\text{C}(\text{O})\text{R}^{13})(\text{CR}^{13}\text{R}^{13})_t\text{R}^{16}$,
v) $(\text{CR}^{13}\text{R}^{13})_r\text{C}(=\text{NOR}^{16})(\text{CR}^{13}\text{R}^{13})_t\text{R}^{16}$,
w) $(\text{CR}^{13}\text{R}^{13})_r\text{NR}^{13}\text{C}(\text{O})\text{O}(\text{CR}^{13}\text{R}^{13})_t\text{R}^{16}$,
x) $(\text{CR}^{13}\text{R}^{13})_r\text{OC}(\text{O})\text{NR}^{13}(\text{CR}^{13}\text{R}^{13})_t\text{R}^{16}$,
y) $(\text{CR}^{13}\text{R}^{13})_r\text{NR}^{13}\text{C}(\text{O})\text{NR}^{13}(\text{CR}^{13}\text{R}^{13})_t\text{R}^{16}$,
z) $(\text{CR}^{13}\text{R}^{13})_r\text{NR}^{13}\text{S}(\text{O})_p(\text{CR}^{13}\text{R}^{13})_t\text{R}^{16}$, aa) $(\text{CR}^{13}\text{R}^{13})_r\text{S}(\text{O})_p\text{NR}^{13}(\text{CR}^{13}\text{R}^{13})_t\text{R}^{16}$,
bb) $(\text{CR}^{13}\text{R}^{13})_r\text{NR}^{13}\text{S}(\text{O})_p\text{NR}^{13}(\text{CR}^{13}\text{R}^{13})_t\text{R}^{16}$, cc) $(\text{CR}^{13}\text{R}^{13})_r\text{NR}^{13}\text{R}^{13}$,
dd) C₁₋₆ alkyl, ee) C₂₋₆ alkenyl, ff) C₂₋₆ alkynyl, gg) $(\text{CR}^{13}\text{R}^{13})_r\text{-C}_{3-10}$ saturated,
unsaturated, or aromatic carbocycle, and hh) $(\text{CR}^{13}\text{R}^{13})_r\text{-3-10}$ membered
saturated, unsaturated, or aromatic heterocycle containing one or more
heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,
wherein any of dd) – hh) optionally is substituted with one or more R¹⁶
groups;

alternatively, two R¹⁴ groups may form -O(CH₂)_sO-;

R¹⁵ is selected from the group consisting of:

a) H, b) C₁₋₆ alkyl, c) C₂₋₆ alkenyl, d) C₂₋₆ alkynyl, e) C₃₋₁₀ saturated,
unsaturated, or aromatic carbocycle, f) 3-10 membered saturated, unsaturated, or
aromatic heterocycle containing one or more heteroatoms selected from the group
consisting of nitrogen, oxygen, and sulfur, g) -C(O)-C₁₋₆ alkyl,
h) -C(O)-C₁₋₆ alkenyl, g) -C(O)-C₁₋₆ alkynyl, i) -C(O)-C₃₋₁₀ saturated, unsaturated,
or aromatic carbocycle, and j) -C(O)-3-10 membered saturated, unsaturated, or
aromatic heterocycle containing one or more heteroatoms selected from the group
consisting of nitrogen, oxygen, and sulfur,
wherein any of b) – j) optionally is substituted with one or more moieties
selected from the group consisting of H; F; Cl; Br; I; CN; NO₂; OH; NH₂;
NH(C₁₋₆ alkyl); N(C₁₋₆ alkyl)₂; C₁₋₆ alkoxy; aryl; substituted aryl;
heteroaryl; substituted heteroaryl; and C₁₋₆ alkyl, optionally substituted

with one or more moieties selected from the group consisting of aryl, substituted aryl, heteroaryl, substituted heteroaryl, F, Cl, Br, I, CN, NO₂, and OH;

R¹⁶, at each occurrence, independently is selected from the group consisting of:

- a) R¹⁷, b) C₁₋₆ alkyl, c) C₂₋₆ alkenyl, d) C₂₋₆ alkynyl, e) -C₃₋₁₀ saturated, unsaturated, or aromatic carbocycle, and f) -3-10 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, wherein any of b) – f) optionally is substituted with one or more R¹⁷ groups;

R¹⁷, at each occurrence, independently is selected from the group consisting of:

- a) H, b) carbonyl, c) F, d) Cl, e) Br, f) I, g) (CR¹³R¹³)_rCF₃, h) (CR¹³R¹³)_rCN, i) (CR¹³R¹³)_rNO₂, j) (CR¹³R¹³)_r(CR¹³R¹³), k) (CR¹³R¹³)_rOR¹¹, l) (CR¹³R¹³)_rS(O)_pR¹³, m) (CR¹³R¹³)_rC(O)R¹³, n) (CR¹³R¹³)_rC(O)OR¹³, o) (CR¹³R¹³)_rOC(O)R¹³, p) (CR¹³R¹³)_rNR¹³C(O)R¹³, q) (CR¹³R¹³)_rC(O)NR¹³R¹³, r) (CR¹³R¹³)_rC(=NR¹³)R¹³, s) (CR¹³R¹³)_rNR¹³C(O)NR¹³R¹³, t) (CR¹³R¹³)_rNR¹³S(O)_pR¹³, u) (CR¹³R¹³)_rS(O)_pNR¹³R¹³, v) (CR¹³R¹³)_rNR¹³S(O)_pNR¹³R¹³, w) C₁₋₆ alkyl, x) C₂₋₆ alkenyl, y) C₂₋₆ alkynyl, z) (CR¹³R¹³)_r-C₃₋₁₀ saturated, unsaturated, or aromatic carbocycle, and aa) (CR¹³R¹³)_r-3-10 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, wherein any of w) – aa) optionally is substituted with one or more moieties selected from the group consisting of R¹³; F; Cl; Br; I; CN; NO₂; -OR¹³; -NH₂; -NH(C₁₋₆ alkyl); -N(C₁₋₆ alkyl)₂; C₁₋₆ alkoxy; C₁₋₆ alkylthio; and C₁₋₆ acyl;

R¹⁸, at each occurrence, independently is selected from the group consisting of:

- a) H, b) OR^{15} , c) $-\text{O}-\text{C}_{1-6}$ alkyl- $\text{OC}(\text{O})\text{R}^{15}$, d) $-\text{O}-\text{C}_{1-6}$ alkyl- $\text{OC}(\text{O})\text{OR}^{15}$,
e) $-\text{O}-\text{C}_{1-6}$ alkyl- $\text{OC}(\text{O})\text{NR}^{15}\text{R}^{15}$, f) $-\text{O}-\text{C}_{1-6}$ alkyl- $\text{C}(\text{O})\text{NR}^{15}\text{R}^{15}$,
g) $-\text{O}-\text{C}_{1-6}$ alkyl- $\text{NR}^{15}\text{C}(\text{O})\text{R}^{15}$, h) $-\text{O}-\text{C}_{1-6}$ alkyl- $\text{NR}^{15}\text{C}(\text{O})\text{OR}^{15}$,
i) $-\text{O}-\text{C}_{1-6}$ alkyl- $\text{NR}^{15}\text{C}(\text{O})\text{NR}^{15}\text{R}^{15}$, j) $-\text{O}-\text{C}_{1-6}$ alkyl- $\text{NR}^{15}\text{C}(=\text{NH})\text{NR}^{15}\text{R}^{15}$,
k) $-\text{O}-\text{C}_{1-6}$ alkyl- $\text{S}(\text{O})_p\text{R}^{15}$, l) $-\text{O}-\text{C}_{2-6}$ alkenyl- $\text{OC}(\text{O})\text{R}^{15}$,
m) $-\text{O}-\text{C}_{2-6}$ alkenyl- $\text{OC}(\text{O})\text{OR}^{15}$, n) $-\text{O}-\text{C}_{2-6}$ alkenyl- $\text{OC}(\text{O})\text{NR}^{15}\text{R}^{15}$,
o) $-\text{O}-\text{C}_{2-6}$ alkenyl- $\text{C}(\text{O})\text{NR}^{15}\text{R}^{15}$, p) $-\text{O}-\text{C}_{2-6}$ alkenyl- $\text{NR}^{15}\text{C}(\text{O})\text{R}^{15}$,
q) $-\text{O}-\text{C}_{2-6}$ alkenyl- $\text{NR}^{15}\text{C}(\text{O})\text{OR}^{15}$, r) $-\text{O}-\text{C}_{2-6}$ alkenyl- $\text{NR}^{15}\text{C}(\text{O})\text{NR}^{15}\text{R}^{15}$,
s) $-\text{O}-\text{C}_{2-6}$ alkenyl- $\text{NR}^{15}\text{C}(=\text{NH})\text{NR}^{15}\text{R}^{15}$, t) $-\text{O}-\text{C}_{2-6}$ alkenyl- $\text{S}(\text{O})_p\text{R}^{15}$,
u) $-\text{O}-\text{C}_{2-6}$ alkynyl- $\text{OC}(\text{O})\text{R}^{15}$, v) $-\text{O}-\text{C}_{2-6}$ alkynyl- $\text{OC}(\text{O})\text{OR}^{15}$,
w) $-\text{O}-\text{C}_{2-6}$ alkynyl- $\text{OC}(\text{O})\text{NR}^{15}\text{R}^{15}$, x) $-\text{O}-\text{C}_{2-6}$ alkynyl- $\text{C}(\text{O})\text{NR}^{15}\text{R}^{15}$,
y) $-\text{O}-\text{C}_{2-6}$ alkynyl- $\text{NR}^{15}\text{C}(\text{O})\text{R}^{15}$, z) $-\text{O}-\text{C}_{2-6}$ alkynyl- $\text{NR}^{15}\text{C}(\text{O})\text{OR}^{15}$,
aa) $-\text{O}-\text{C}_{2-6}$ alkynyl- $\text{NR}^{15}\text{C}(\text{O})\text{NR}^{15}\text{R}^{15}$,
bb) $-\text{O}-\text{C}_{2-6}$ alkynyl- $\text{NR}^{15}\text{C}(=\text{NH})\text{NR}^{15}\text{R}^{15}$, cc) $-\text{O}-\text{C}_{2-6}$ alkynyl- $\text{S}(\text{O})_p\text{R}^{15}$; and
dd) $-\text{NR}^{15}\text{R}^{15}$;

alternatively, two R^{18} groups taken together form $=\text{O}$, $=\text{NOR}^{15}$, or $=\text{NNR}^{15}\text{R}^{15}$;

R^{19} is R^{12} ;

R^{20} is selected from the group consisting of:

- a) R^{13} , b) F, c) Cl, d) Br, e) I, f) CN, g) NO_2 , and h) $-\text{OR}^{11}$;

alternatively, R^{19} and R^{20} taken together are $-\text{O}(\text{CH}_2)_r\text{O}-$;

R^{21} , at each occurrence, independently is selected from the group consisting of:

- a) H, b) F, c) Cl, d) Br, e) I, f) CN, g) $-\text{OR}^{11}$, h) NO_2 , i) $-\text{NR}^{11}\text{R}^{11}$, j) C_{1-6} alkyl,
k) C_{1-6} acyl, and l) C_{1-6} alkoxy;

R^{22} is selected from the group consisting of:

- a) C_{1-6} alkyl, b) C_{2-6} alkenyl, c) C_{2-6} alkynyl, d) C_{1-6} acyl, e) C_{1-6} alkoxy,
f) C_{1-6} alkylthio, g) saturated, unsaturated, or aromatic C_{5-10} carbocycle,
h) saturated, unsaturated, or aromatic 5-10 membered heterocycle containing one
or more heteroatoms selected from the group consisting of nitrogen, oxygen, and
sulfur, i) $-\text{O}-\text{C}_{1-6}$ alkyl-saturated, unsaturated, or aromatic 5-10 membered

heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, j) $-NR^{11}-C_{1-6}$ alkyl-saturated, unsaturated, or aromatic 5-10 membered heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, k) saturated, unsaturated, or aromatic 10-membered bicyclic ring system optionally containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, l) saturated, unsaturated, or aromatic 13-membered tricyclic ring system optionally containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, m) $-OR^{11}$, n) $-NR^{11}R^{11}$, o) $S(O)_rR^{11}$, and p) R^{21} ,

wherein any of a) - l) optionally is substituted with one or more R^{12} groups;

alternatively, R^{22} and one R^{21} group, taken together with the atoms to which they are bonded, form a 5-7 membered saturated or unsaturated carbocycle, optionally substituted with one or more R^{12} groups; or a 5-7 membered saturated or unsaturated heterocycle containing one or more atoms selected from the group consisting of nitrogen, oxygen, and sulfur, and optionally substituted with one or more R^{12} groups;

R^{23} at each occurrence, independently is selected from the group consisting of:

a) hydrogen; b) an electron-withdrawing group; c) aryl; d) substituted aryl; e) heteroaryl; f) substituted heteroaryl; and g) C_{1-6} alkyl, optionally substituted with one or more R^{12} groups;

alternatively, any R^{23} and any R^{20} , taken together with the atoms to which they are bonded, form a 5-7 membered saturated or unsaturated carbocycle, optionally substituted with one or more R^{12} groups; or a 5-7 membered saturated or unsaturated heterocycle containing one or more atoms selected from the group consisting of nitrogen, oxygen, and sulfur, and optionally substituted with one or more R^{12} groups;

p, at each occurrence, is selected from the group consisting of 0, 1, and 2;

r, at each occurrence, is selected from the group consisting of 0, 1, and 2;

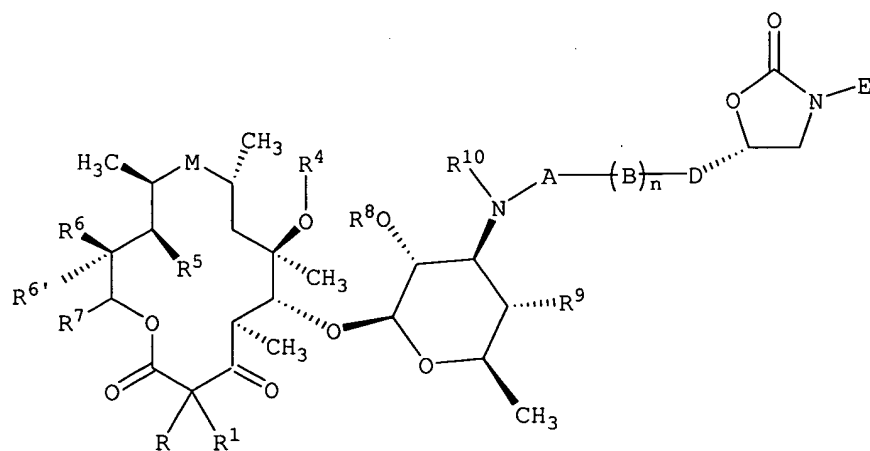
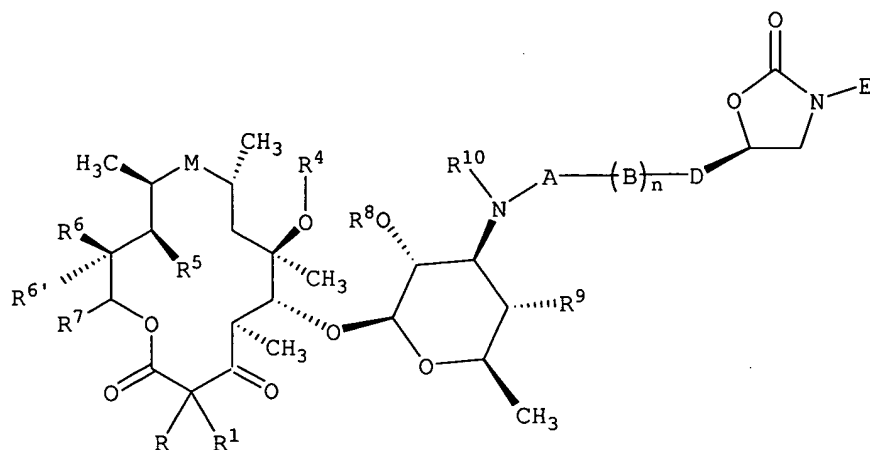
s, at each occurrence, is selected from the group consisting of 1, 2, 3, or 4;

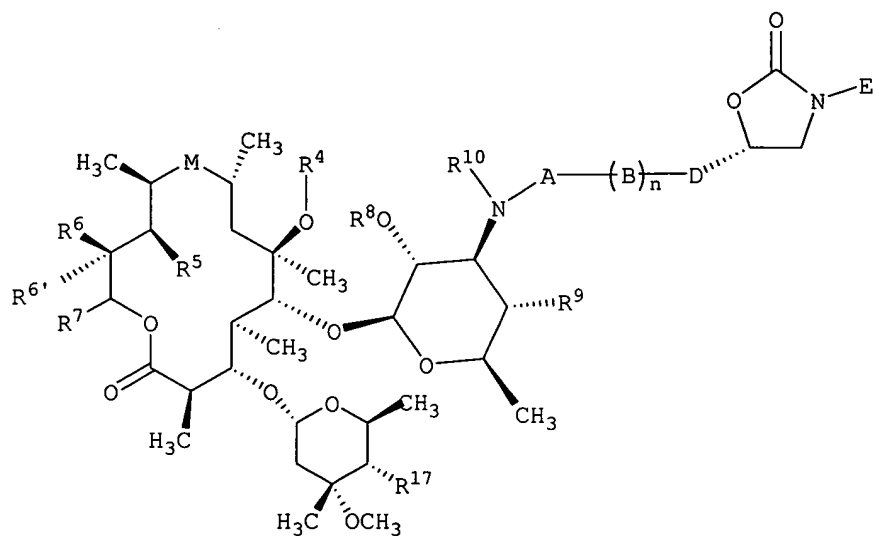
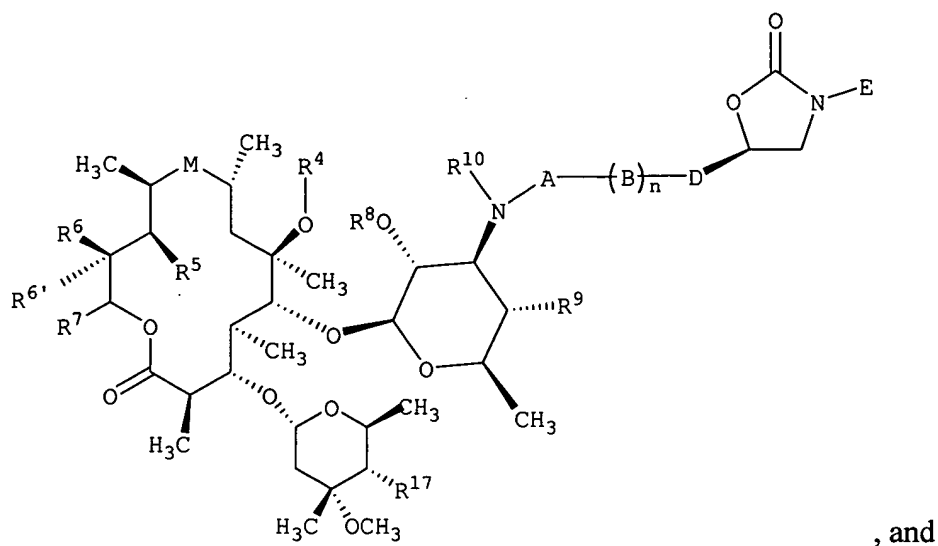
t, at each occurrence, is selected from the group consisting of 0, 1, or 2;

u, at each occurrence, is selected from the group consisting of 1, 2, 3, 4, or 5; and,

v, at each occurrence, is selected from the group consisting of 0, 1, 2, or 3.

2. (Currently amended) A compound according to claim 1, having the formula selected from the group consisting of:

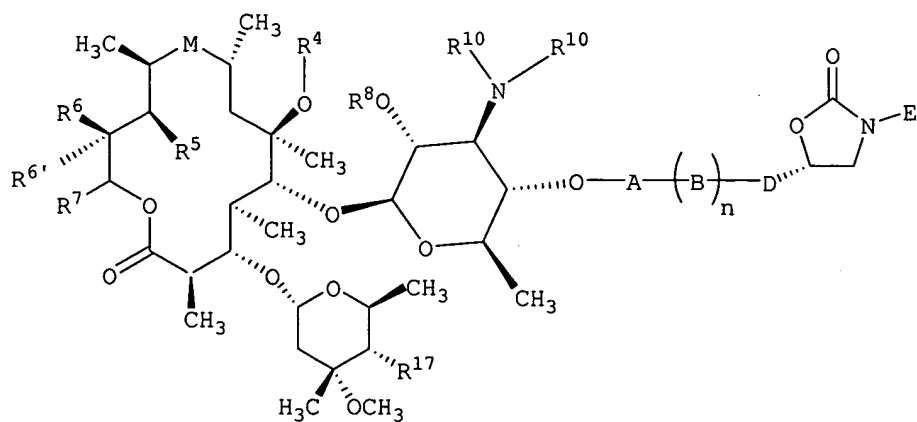
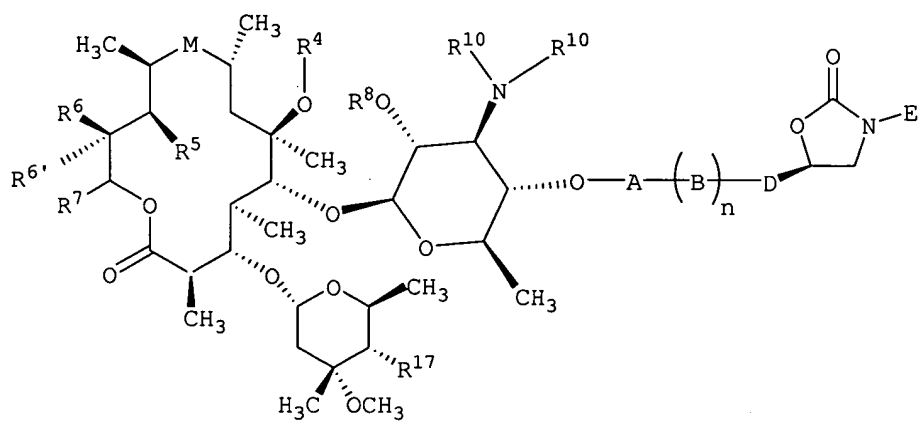
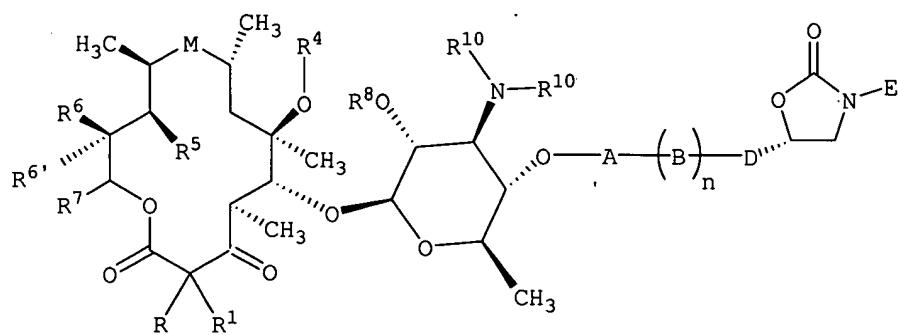
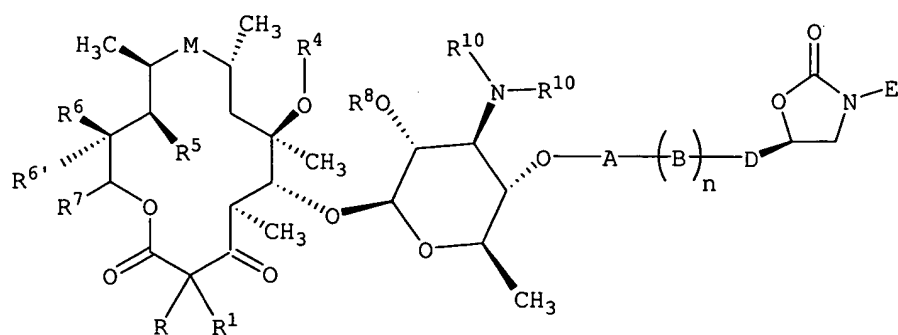




or a pharmaceutically acceptable salt, ester, or prodrug thereof,

wherein A, B, n, D, E, R, R¹, R⁴, R⁵, R⁶, R^{6'}, R⁷, R⁸, R⁹, R¹⁰ and R¹⁰¹⁷ are as defined in claim 1.

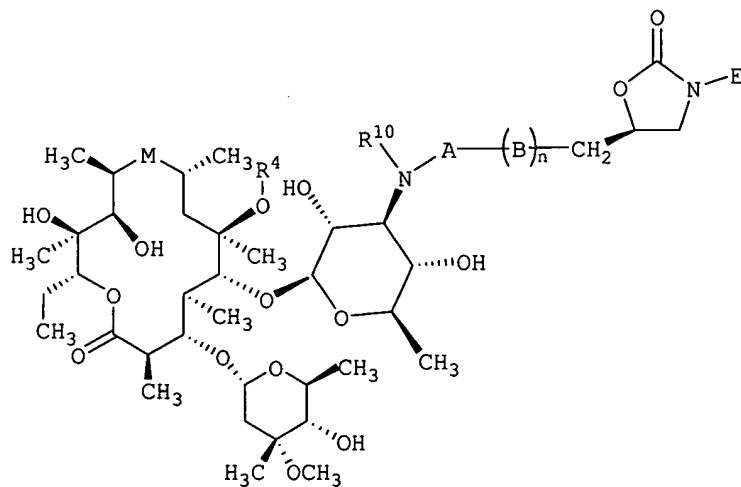
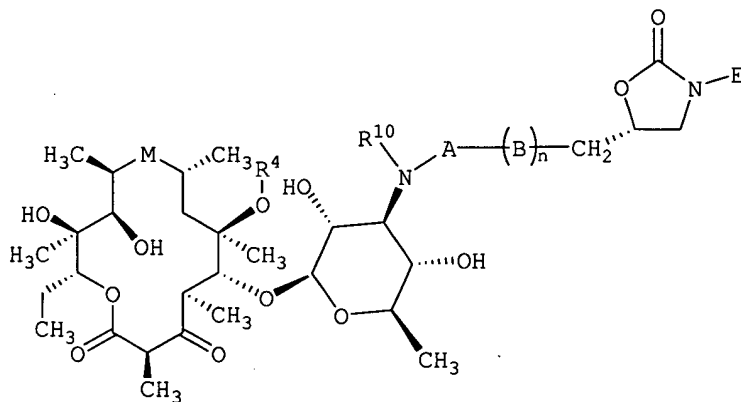
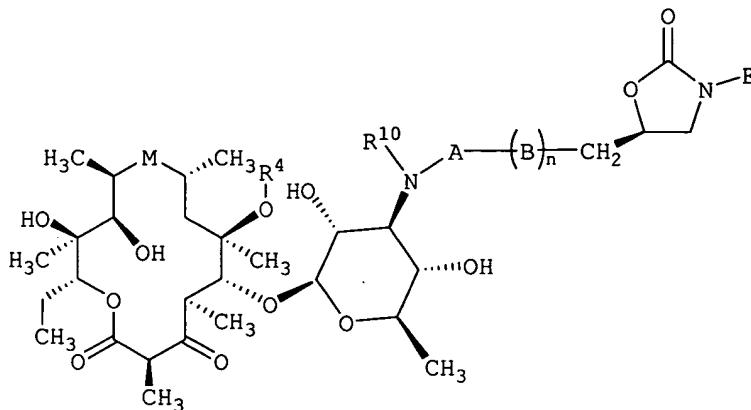
3. (Currently amended) A compound according to claim 1, having the formula selected from the group consisting of:

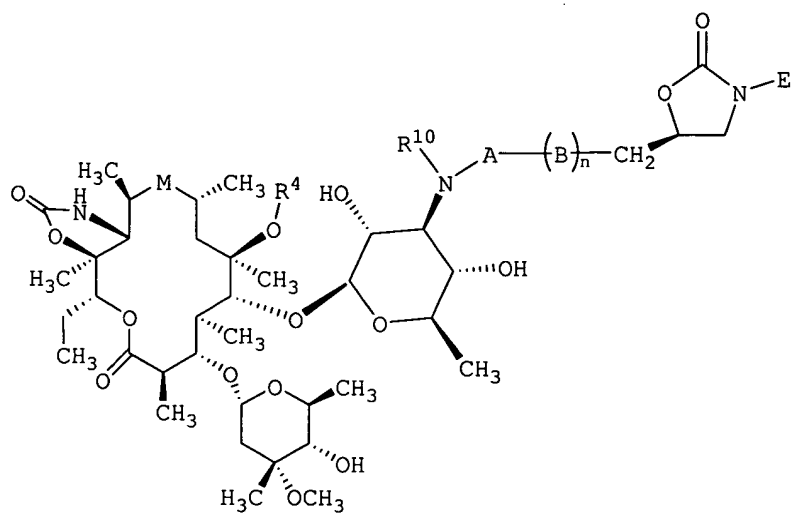
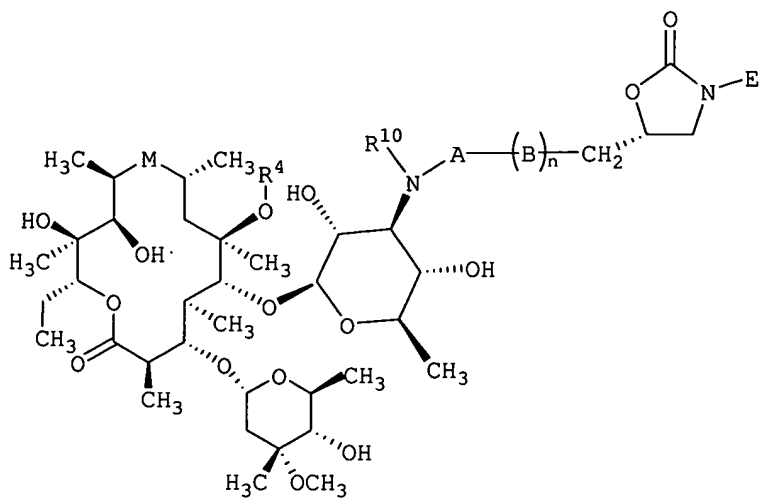


or a pharmaceutically acceptable salt, ester, or prodrug thereof,

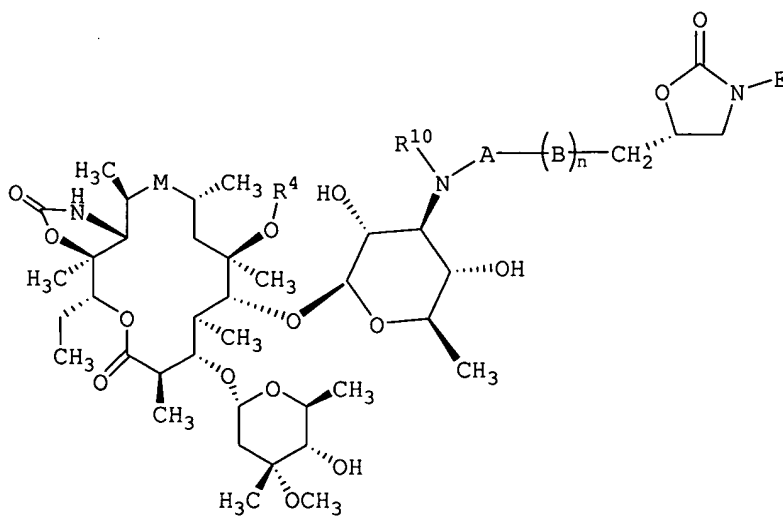
wherein A, B, n, D, E, R, R¹, R⁴, R⁵, R⁶, R^{6'}, R⁷, R⁸, R⁹, R₁₀ and R¹⁰¹⁷ are as defined in claim 1.

4. (Currently amended) A compound according to claim 1, having the formula selected from the group consisting of:



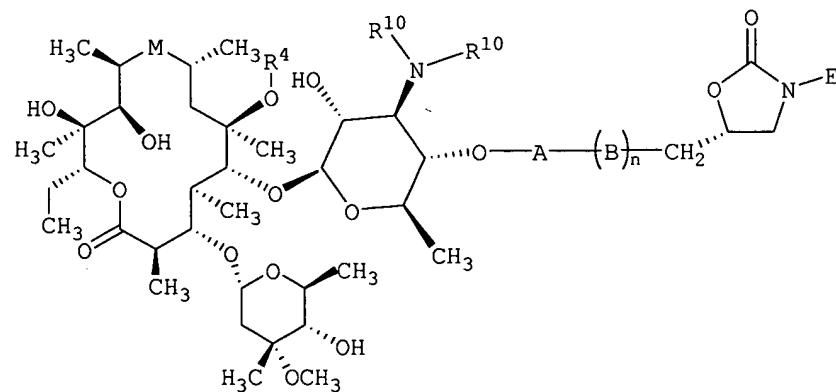
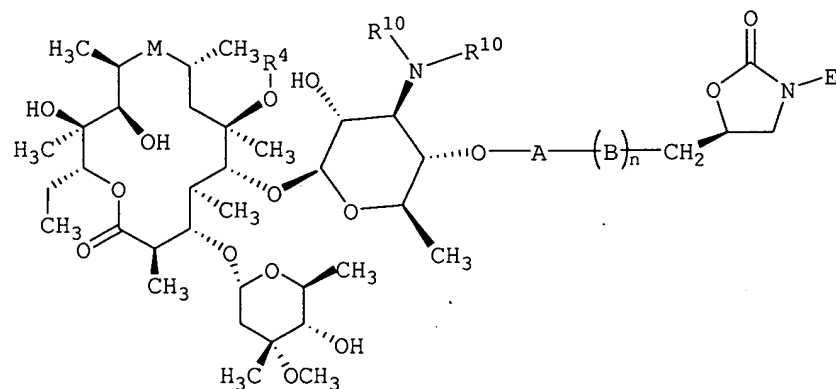
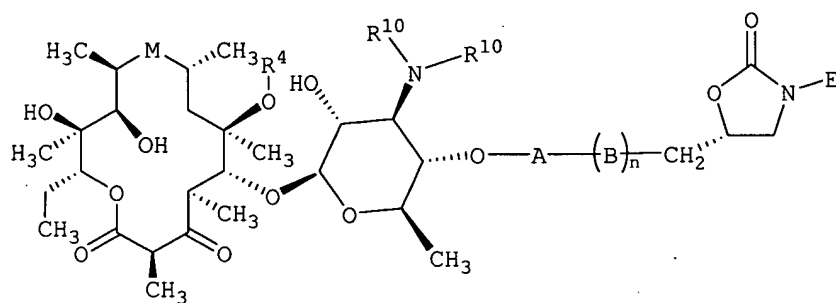
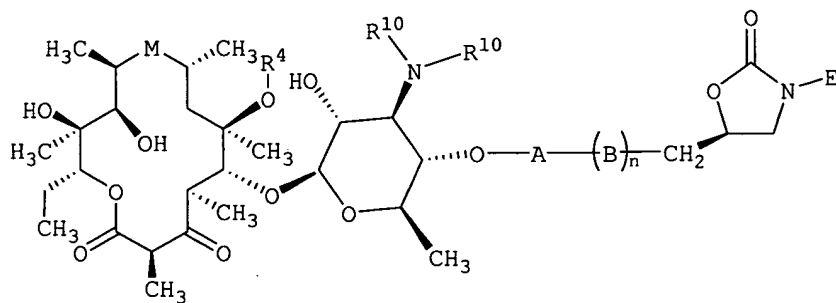


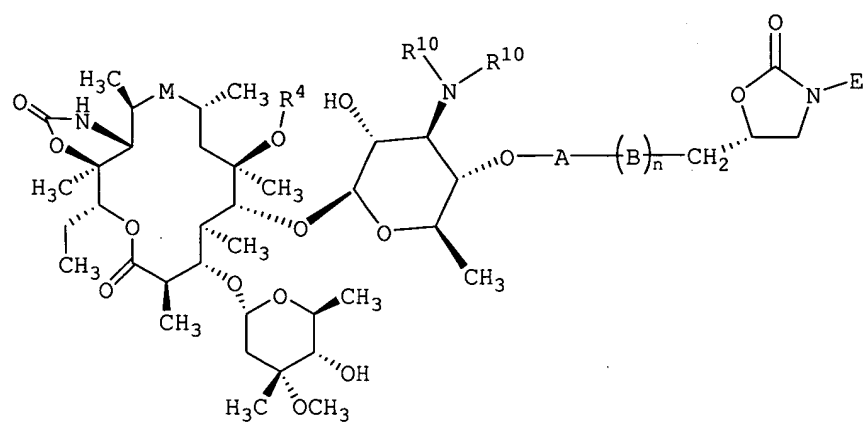
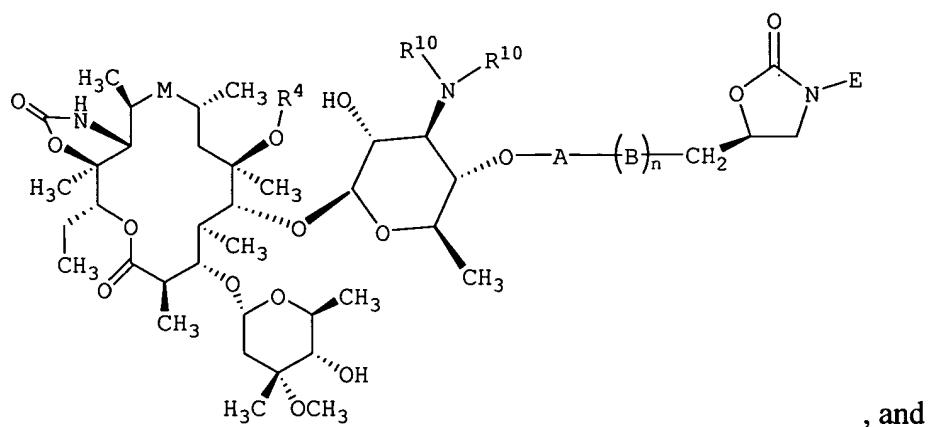
, and



or a pharmaceutically acceptable salt, ester, or prodrug thereof,
wherein A, B, n, E, R⁴, and R¹⁰ are as defined in claim 1.

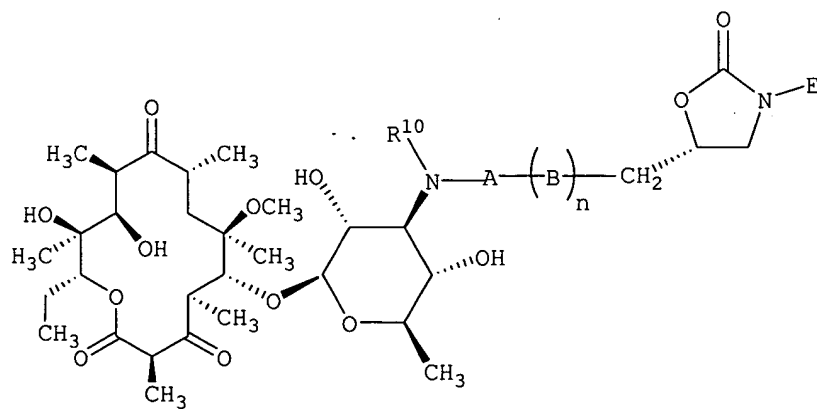
5. (Currently amended) A compound according to claim 1, having the formula selected from the group consisting of:

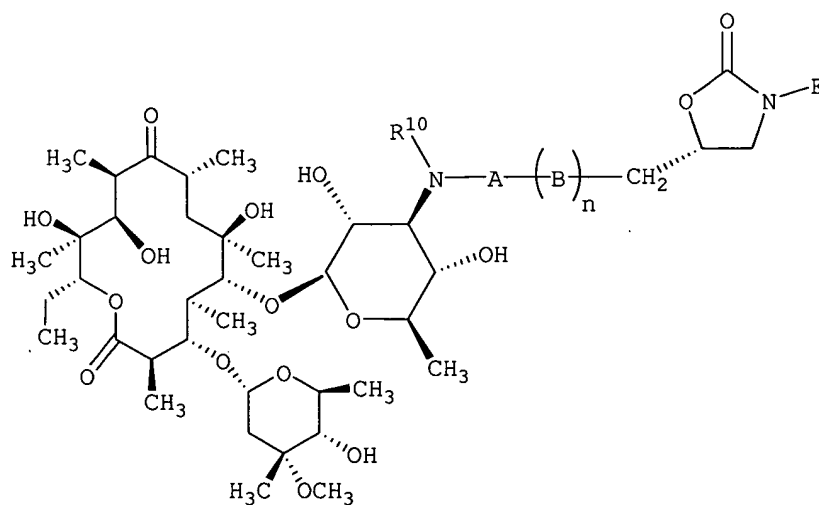
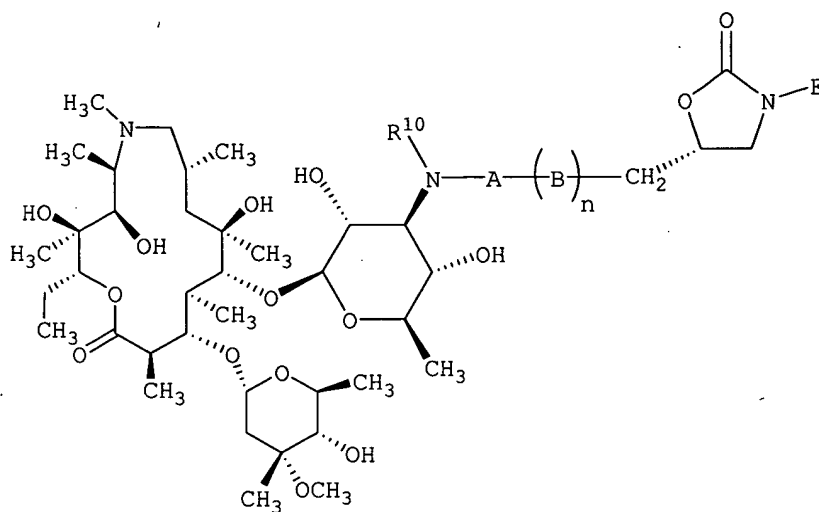
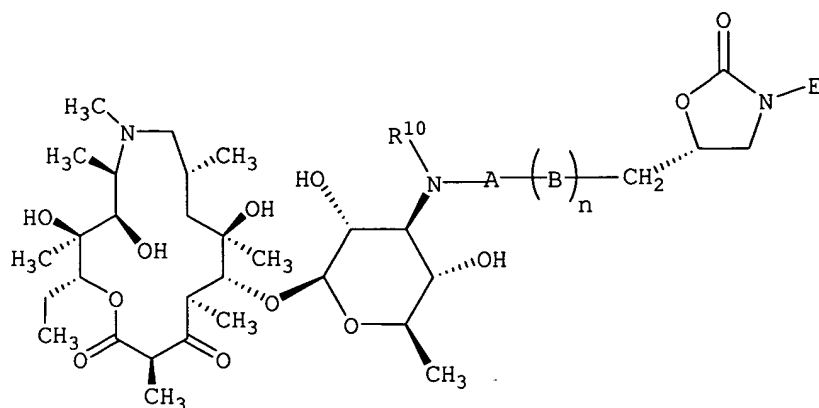


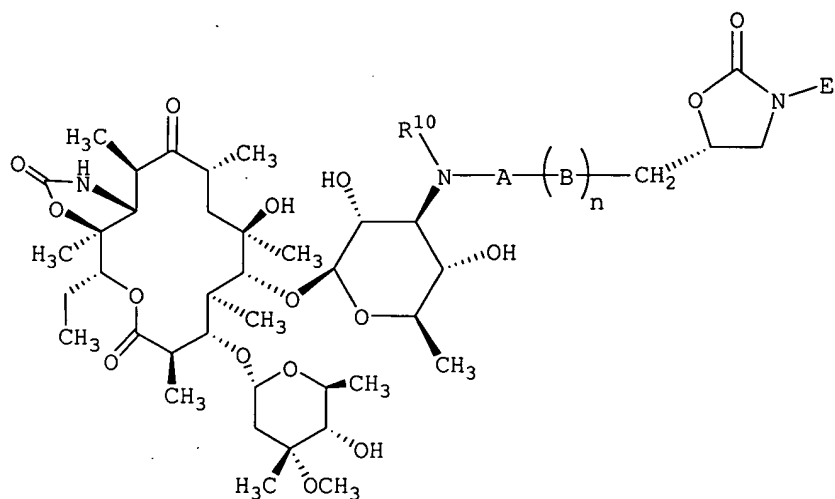
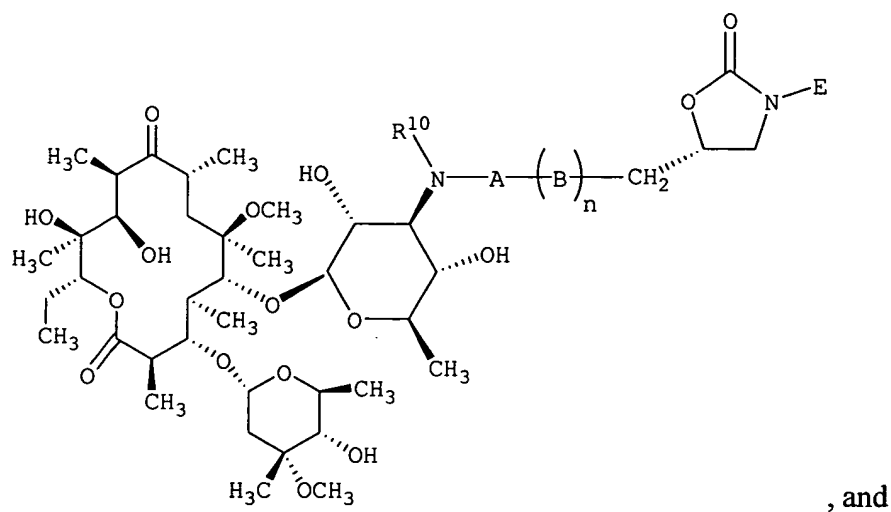


or a pharmaceutically acceptable salt, ester, or prodrug thereof,
wherein A, B, n, E, R⁴, and R¹⁰ are as defined in claim 1.

6. (Currently amended) A compound according to claim 1, having the formula selected from the group consisting of:

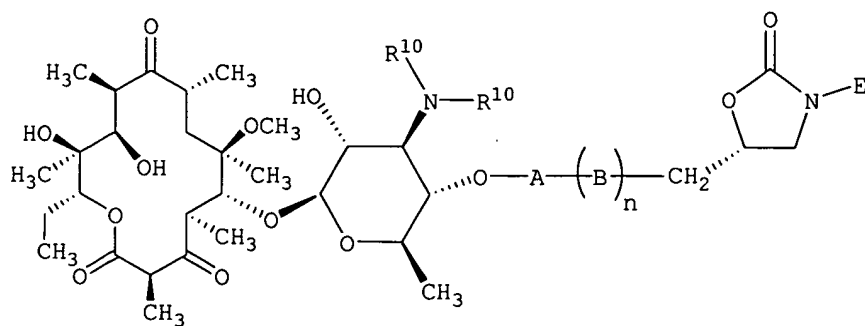


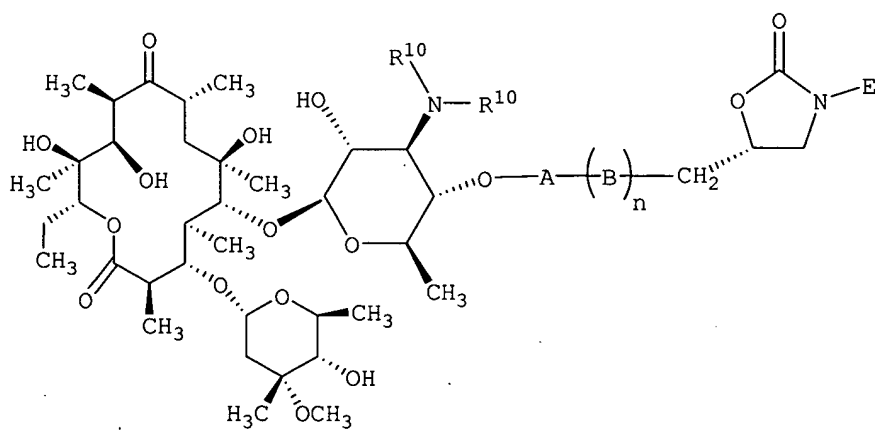
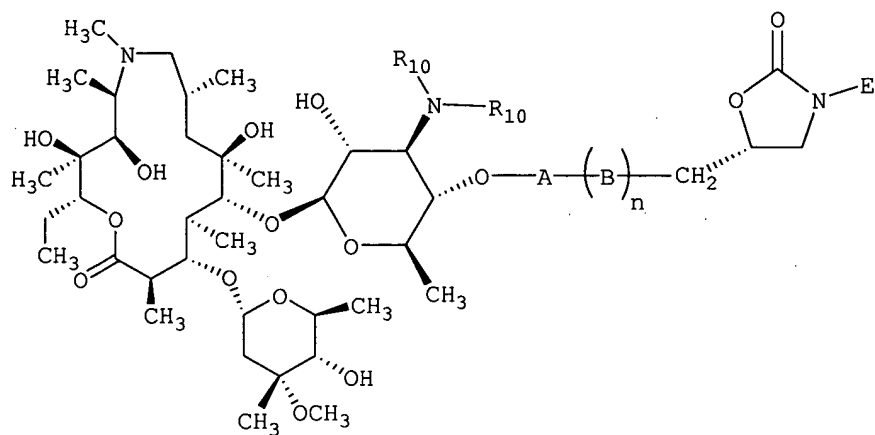
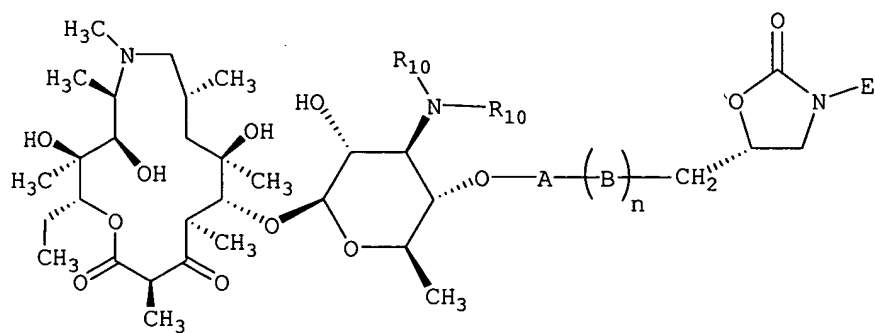


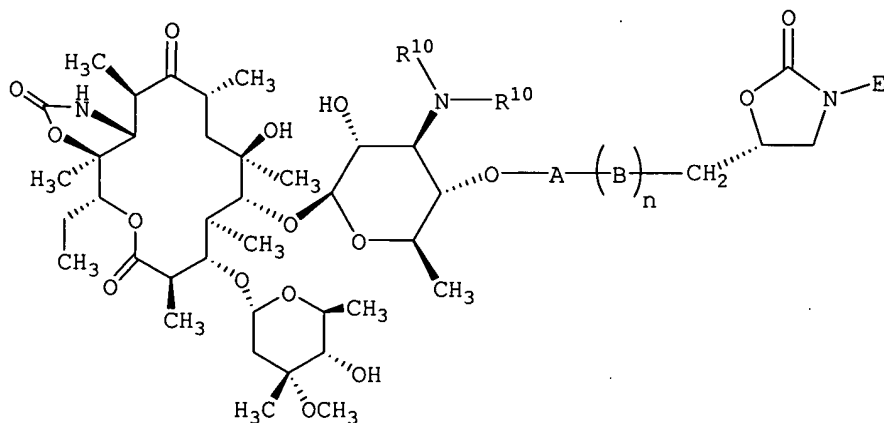
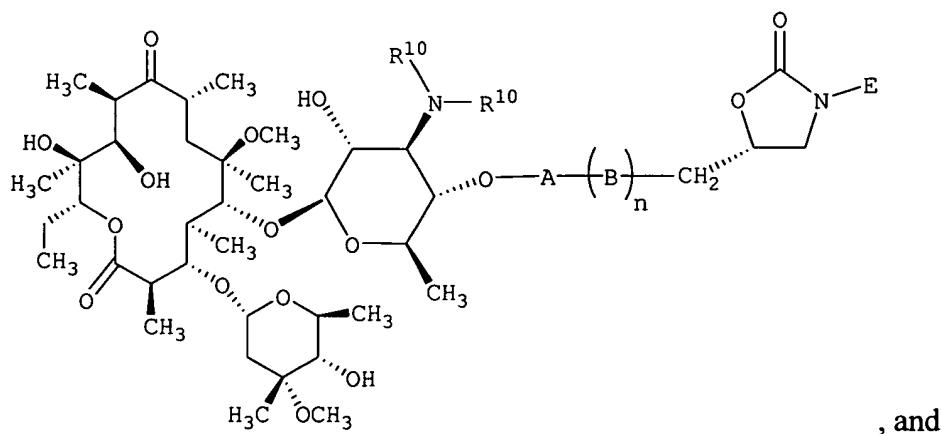


or a pharmaceutically acceptable salt, ester, or prodrug thereof,
wherein A, B, n, E, and R¹⁰ are as defined in claim 1.

7. (Currently amended) A compound according to claim 1, having the formula selected from the group consisting of:







or a pharmaceutically acceptable salt, ester, or prodrug thereof,

wherein A, B, n, E, and R¹⁰ are as defined in claim 1.

8. (Currently amended) The compound according to claim 1 ~~any of claims 1-7~~, wherein n is 1.

9. (Currently amended) The compound according to claim 1 ~~any of claims 1-8~~, wherein A-(B)_n-D is:



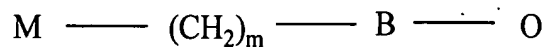
10. (Currently amended) The compound according to claim 1 ~~any of claims 1-8~~, wherein A-(B)_n-D is:



11. (Currently amended) The compound according to claim 1 ~~any of claims 1-8~~, wherein A-(B)_n-D is:

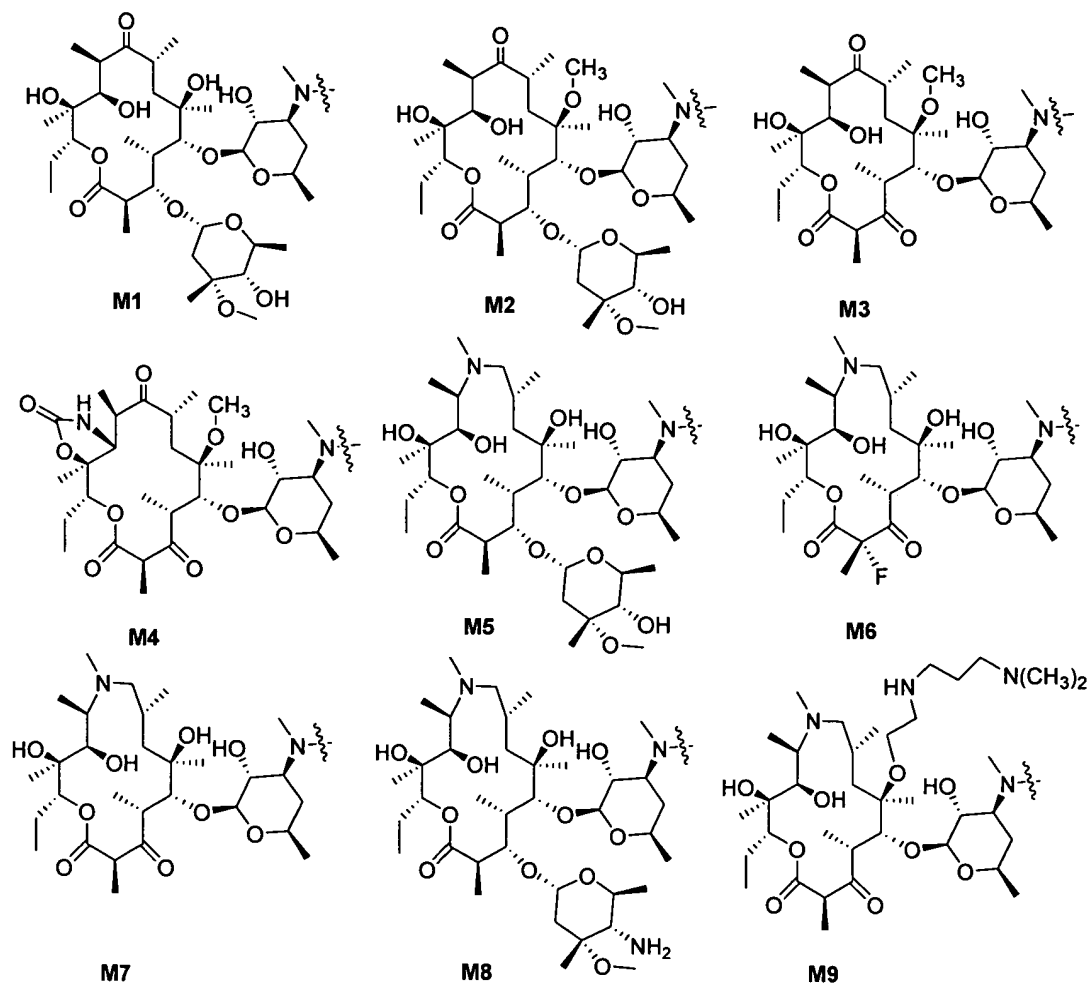


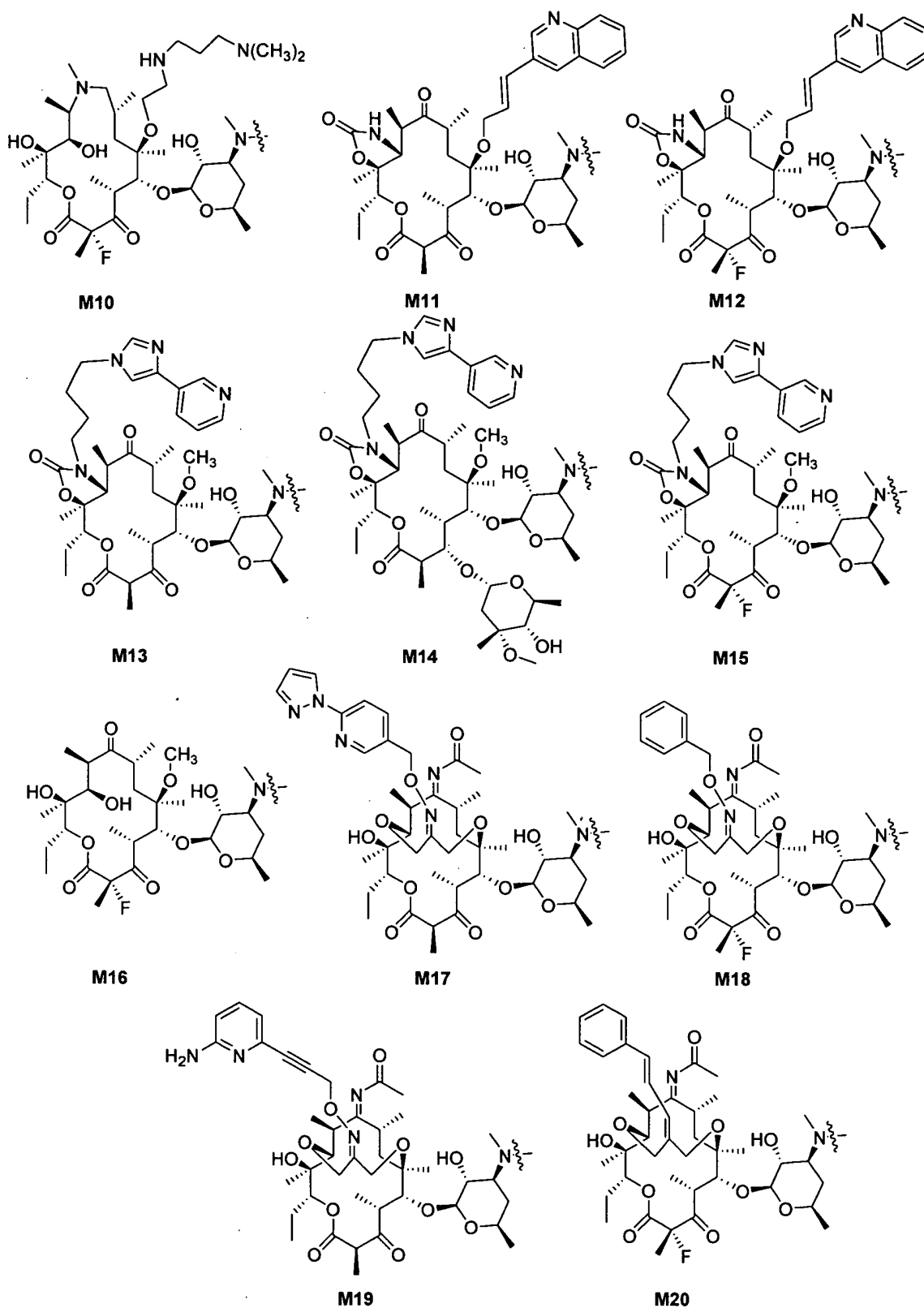
12. (Original) A compound having the formula

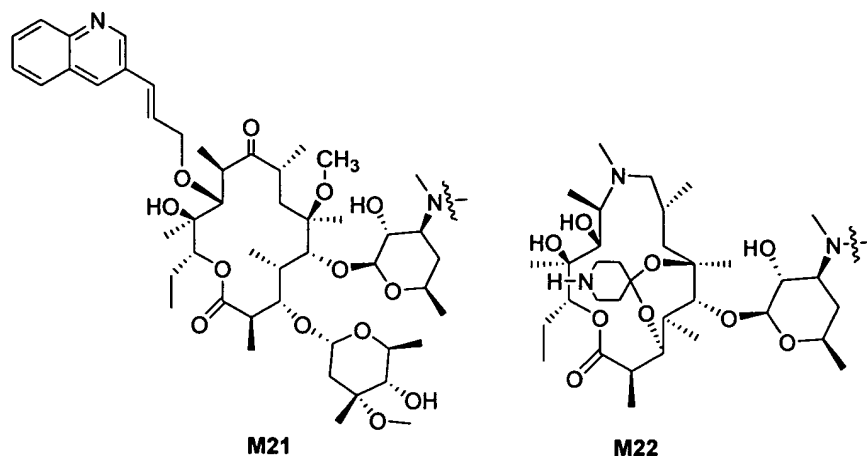


or a pharmaceutically acceptable salt, ester, or prodrug thereof,

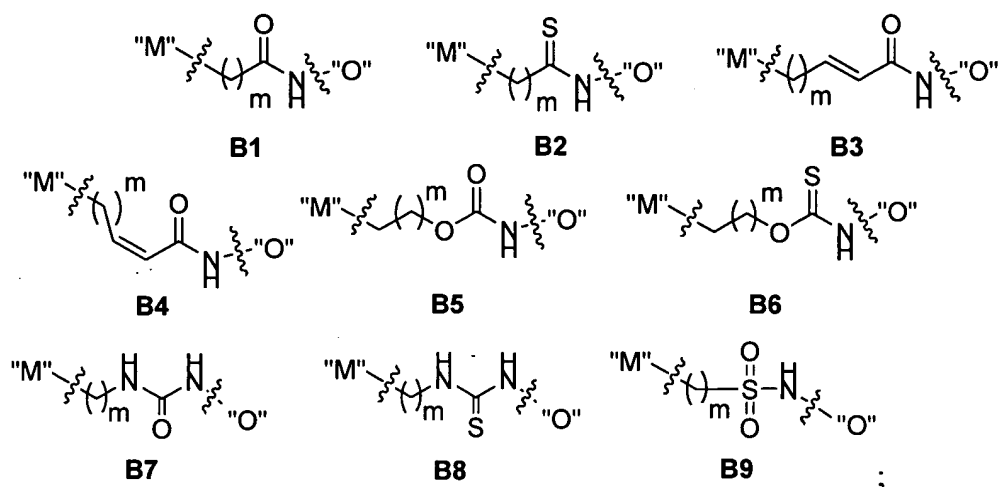
wherein M is a macrolide selected from the group consisting of



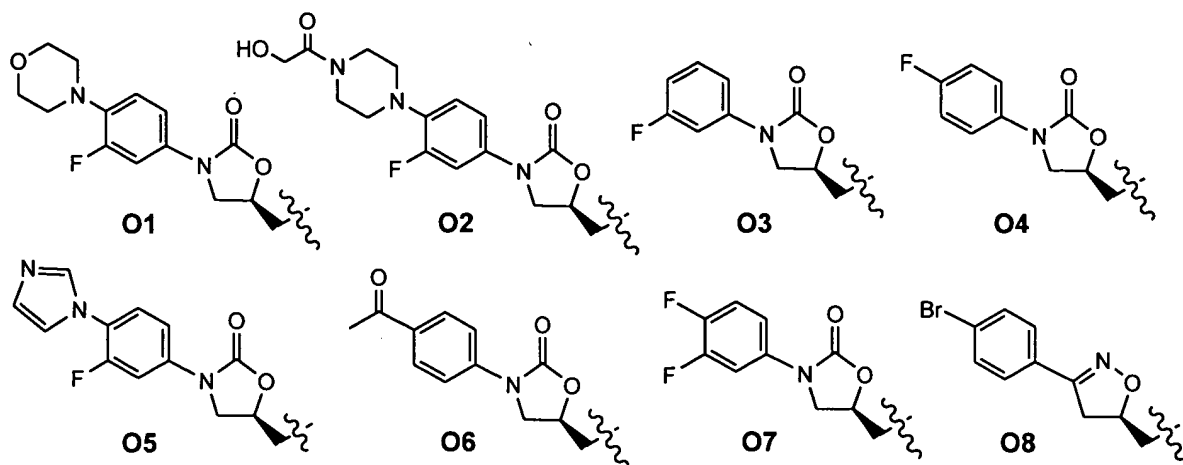


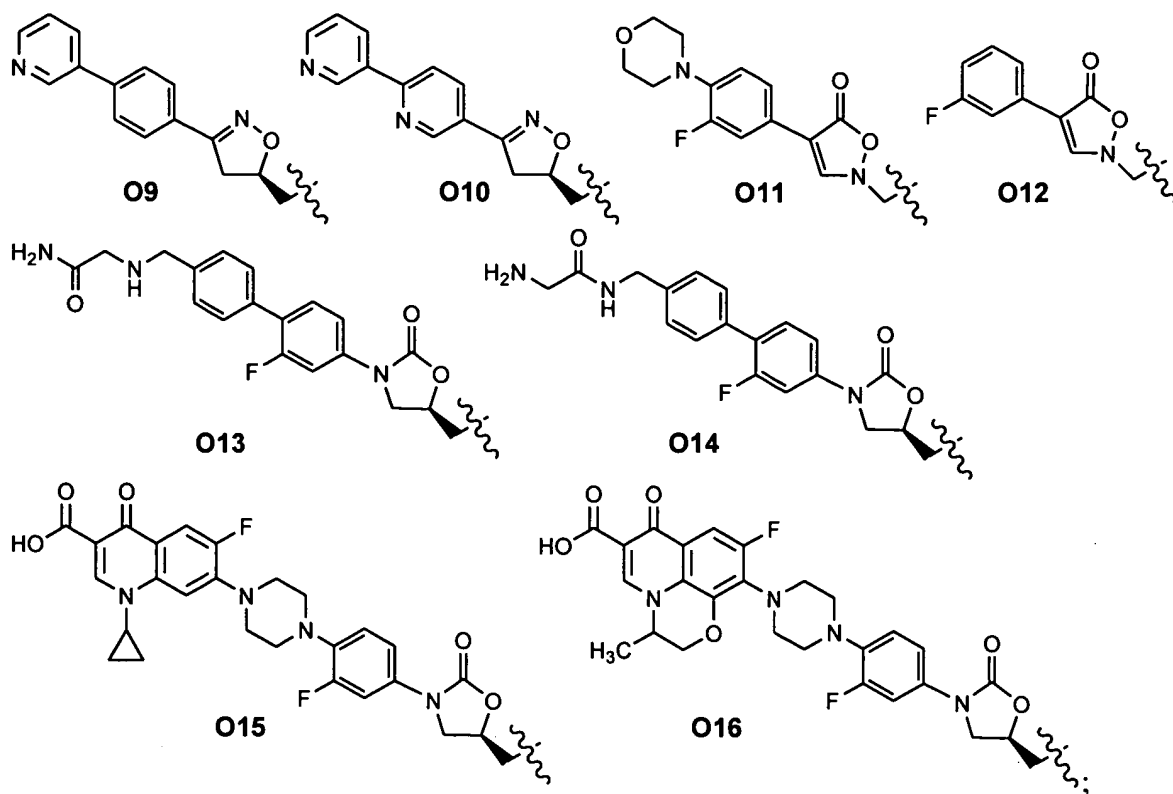


B is a linker selected from the group consisting of



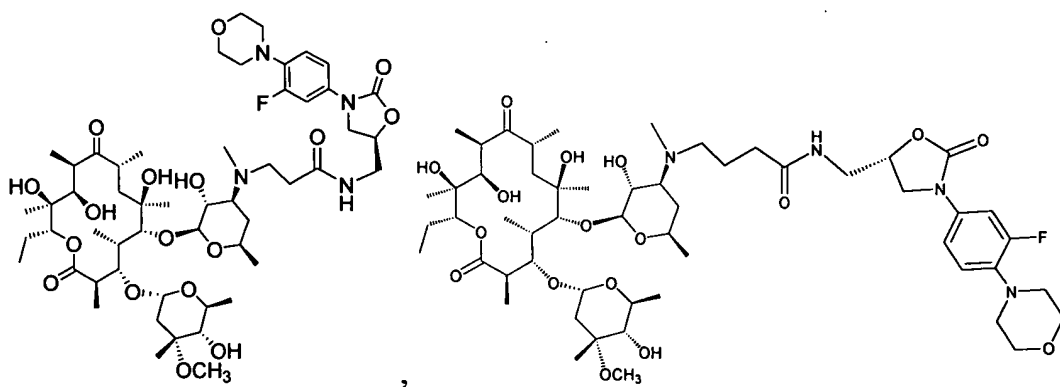
O is a heterocyclic side chain selected from the group consisting of

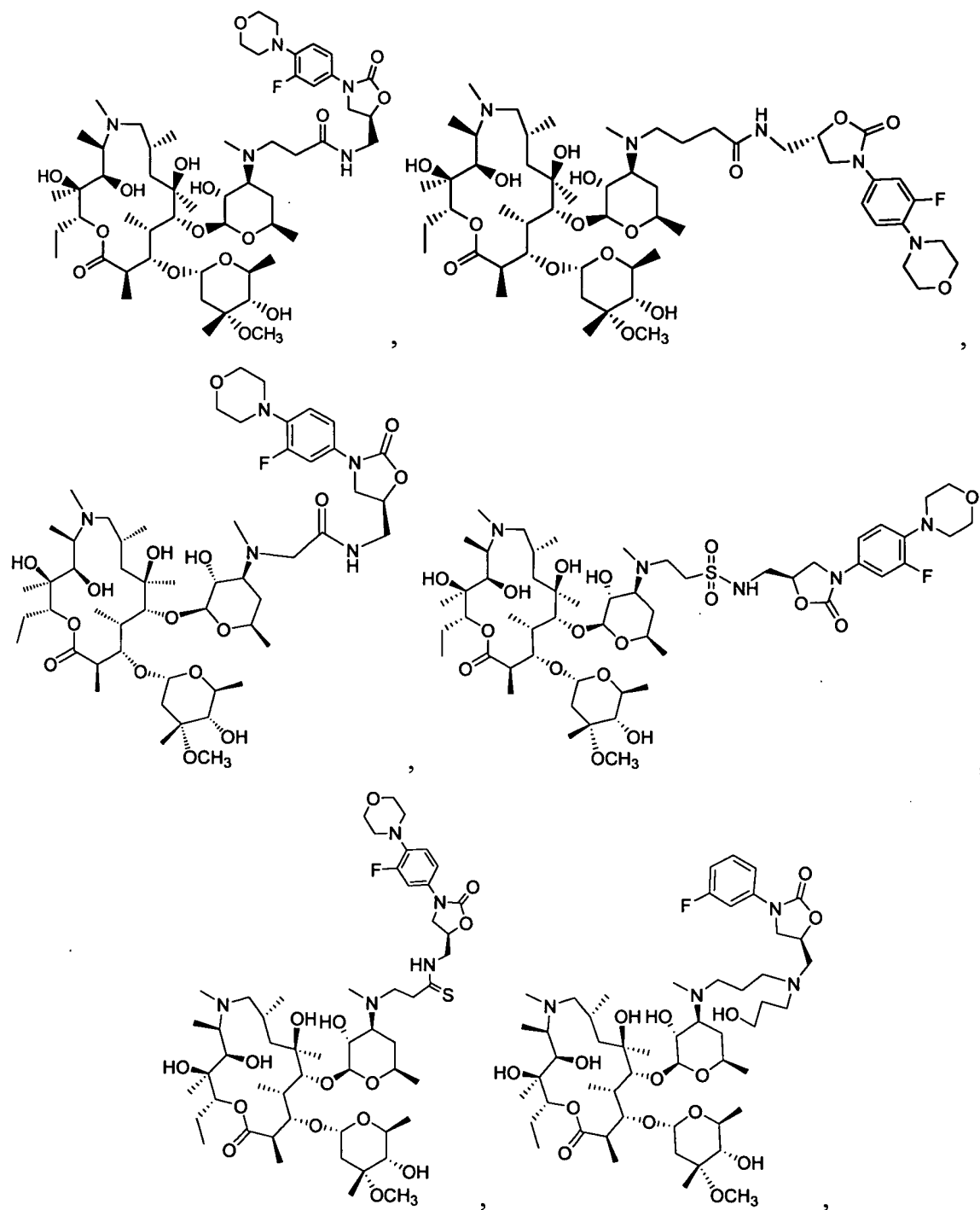


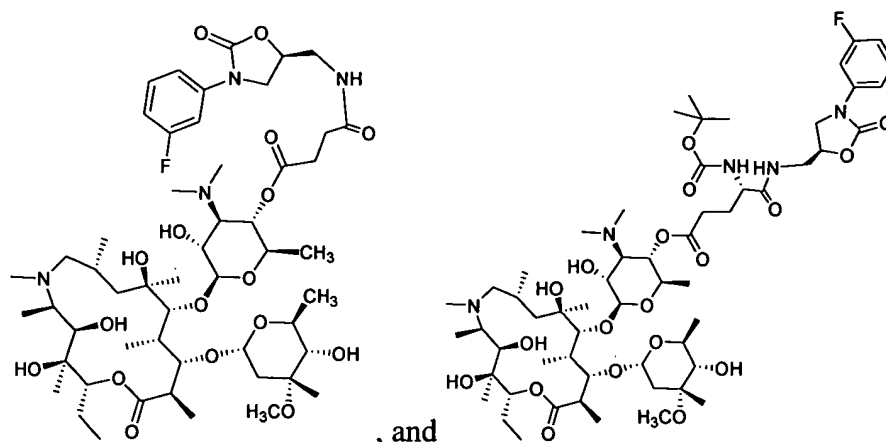


and m is an integer from 1-4.

13. (Original) A compound having the formula selected from the group consisting of:







or a pharmaceutically acceptable salt, ester, or prodrug thereof.

14. (Currently amended) A pharmaceutical composition comprising a compound according to claim 1 ~~any one of claims 1-13~~ and a pharmaceutically acceptable carrier.

15. (Currently amended) A method of treating a microbial infection in a mammal comprising administering to the mammal an effective amount of a compound according to claim 1 ~~any one of claims 1-13~~.

16. (Currently amended) A method of treating a fungal infection in a mammal comprising administering to the mammal an effective amount of a compound according to claim 1 ~~any one of claims 1-13~~.

17. (Currently amended) A method of treating a parasitic disease in a mammal comprising administering to the mammal an effective amount of a compound according to claim 1 ~~any one of claims 1-13~~.

18. (Currently amended) A method of treating a proliferative disease in a mammal comprising administering to the mammal an effective amount of a compound according to claim 1 ~~any one of claims 1-13~~.

19. (Currently amended) A method of treating a viral infection in a mammal comprising administering to the mammal an effective amount of a compound according to claim 1 ~~any one of claims 1-13~~.

20. (Currently amended) A method of treating an inflammatory disease in a mammal comprising administering to the mammal an effective amount of a compound according to claim 1~~any one of claims 1-13~~.
21. (Currently amended) A method of treating a gastrointestinal motility disorder in a mammal comprising administering to the mammal an effective amount of a compound according to claim 1~~any one of claims 1-13~~.
22. (Currently amended) The method according to claim 15~~any one of claims 15-21~~ wherein the compound is administered orally, parentally, or topically.
23. (Currently amended) A method of synthesizing a compound according to claim 1~~any one of claims 1-13~~.
24. (Currently amended) A medical device containing a compound according to claim 1~~any one of claims 1-13~~.
25. (Original) The medical device according to claim 24, wherein the device is a stent.